

UNITED STATES BANKRUPTCY COURT  
EASTERN DISTRICT OF VIRGINIA  
Richmond Division

In re:	)	
	)	
CIRCUIT CITY STORES, INC., et al.,	)	Case No. 08-35653-KRH
	)	Chapter 11
Debtors.	)	(Jointly Administered)

**JOINDER OF COTTONWOOD CORNERS – PHASE V, LLC TO LANDLORDS’  
MOTION FOR REHEARING AND/OR RECONSIDERATION AND/OR  
TO ALTER OR AMEND THE JUDGMENT REGARDING PAYMENT  
OF NOVEMBER RENT AND MEMORANDUM IN SUPPORT THEREOF**

Cottonwood Corners LLC (“Cottonwood”) hereby joins in the motion of the Landlords (the “Motion”) (Docket No. 1347)<sup>1</sup> to rehear and/or reconsider and/or to alter or amend the Court’s December 22, 2008 oral ruling as to whether 11 U.S.C. § 365(d)(3) requires Circuit City, Inc. and its affiliated entities (collectively, the “Debtor”) to make timely payment of November administrative rent to Cottonwood pursuant to its lease<sup>2</sup> with the Debtor. Cottonwood further joins in similar, consistent requests that have been or may be filed by other landlords to the Debtor.

WHEREFORE, Cottonwood respectfully requests that the Court enter an order which (a) grants a rehearing and/or reconsideration of the Court’s December 22, 2008 ruling which would

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<sup>1</sup> The Landlords are those creditors listed in Exhibit A of the Motion, a true and accurate copy of which exhibit is attached hereto as Exhibit 1.

<sup>2</sup> The Debtor and Cottonwood’s predecessor, RSF Land and Cattle Company, LLC (“RSF”), executed a lease dated February 1, 2004 (the “Lease”), a true and accurate copy of which is attached hereto as Exhibit 2. RSF subsequently assigned the Lease to Cottonwood. Pursuant to Section 34(f) of the Lease, Cottonwood is entitled to payment of its reasonable and actual attorney’s fees by the Debtor in the event that Cottonwood prevails in obtaining the relief sought in the Motion.

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deny Cottonwood immediate payment of its November administrative rent; (b) authorizes and directs the Debtor to immediately pay the rent owed to Cottonwood pursuant to Section 365(d)(3) of the Bankruptcy Code; (c) authorizes and directs the Debtor to reimburse Cottonwood for all of its reasonable and actual attorney's fees and costs incurred in preparing and prosecuting this Motion as a result of the Debtor's failure to comply with the terms of its Lease and Section 365(d)(3) of the Bankruptcy Code; (d) authorizes and directs the Debtor to make all future monthly payments of administrative rent and related charges to Cottonwood in full and as when due under the Lease; and (e) grants such other and further relief as this Court deems just and proper.

Dated: January 13, 2009

COTTONWOOD CORNERS – PHASE V,  
LLC

By: /s/ Michael P. Falzone  
Counsel

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**CERTIFICATE OF SERVICE**

I hereby certify that on the 13th day of January, 2009, I caused a copy of the foregoing to be served by electronic means on the "2002" and "Core" lists and through the ECF system.

/s/ Michael P. Falzone

Michael P. Falzone

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